

**RECEIVED**  
**BY** *[Signature]* **DATE** *1/7/08*

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

MORGAN STANLEY MORTGAGE  
CAPITAL HOLDINGS LLC, AS  
SUCCESSOR-IN-INTEREST TO MORGAN  
STANLEY MORTGAGE CAPITAL, INC.,

Plaintiff,

07 CIV 9457 (RJH)

v.

FREMONT INVESTMENT & LOAN

Defendant.

**MOTION TO ADMIT COUNSEL PRO HAC VICE**

Pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Bryan Lane Berson, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

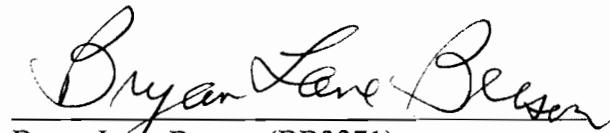
Applicant's Name: Talcott J. Franklin  
Firm: Patton Boggs LLP  
Address: 2001 Ross Avenue, Suite 3000  
City/State/Zip: Dallas, Texas 75201  
Phone Number: (214) 758-1500  
Fax Number: (214) 758-1550

Talcott J. Franklin is a member of good standing of the Bar of the States of North Carolina, South Carolina and Texas. There are no pending disciplinary proceedings against Talcott J. Franklin in any State or Federal court.

Applicant's Name: Bizunesh K. Scott  
Firm: Patton Boggs LLP  
Address: 2550 M Street, N.W.  
City/State/Zip: Washington, DC 20037  
Phone Number: (202) 457-6000  
Fax Number: (202) 457-6315

Bizunesh K. Scott is a member of good standing of the Bar of the State of Maryland and the District of Columbia. There are no pending disciplinary proceedings against Bizunesh K. Scott in any State or Federal court.

Dated: December 14, 2007  
New York, New York



Bryan Lane Berson (BB3271)  
PATTON BOGGS LLP  
1675 Broadway at 52nd Street  
31st Floor  
New York, New York 10019-5820  
646.557.5108  
646.557.5101 (Fax)

Of counsel:

Talcott J. Franklin  
PATTON BOGGS LLP  
2001 Ross Avenue, Suite 3000  
Dallas, Texas 75201  
214.758.1500  
214.758.1550 (Fax)

Bizunesh K. Scott  
PATTON BOGGS LLP  
2550 M Street, NW  
Washington, DC 20037  
202.457.6000  
202.457.6315

ATTORNEYS FOR DEFENDANT  
FREMONT INVESTMENT & LOAN

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

MORGAN STANLEY MORTGAGE  
CAPITAL HOLDINGS LLC, AS  
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STANLEY MORTGAGE CAPITAL, INC.,

Plaintiff,                            07 CIV 9457 (RJH)

v.

FREMONT INVESTMENT & LOAN

Defendant.

**AFFIDAVIT OF BRYAN LANE BERSON IN SUPPORT OF MOTION TO ADMIT  
COUNSEL PRO HAC VICE**

State of New York      )  
                            )         ss:  
County of New York    )

Bryan Lane Berson, being duly sworn, hereby deposes and says as follows:

1. I am an Associate at Patton Boggs LLP, counsel for the Defendant in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth and in support of Defendant's motion to admit Talcott J. Franklin and Bizunesh K. Scott as counsel pro hac vice to represent Defendant in this matter.
2. I am a member in good standing of the bar of the States of New York and New Jersey, and was admitted to practice law in November 2002. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Talcott J. Franklin and Bizunesh K. Scott since 2007.
4. Mr. Franklin is a Partner at Patton Boggs LLP, in Dallas, Texas. I have found Mr. Franklin to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure. Accordingly, I am pleased to move the admission of Talcott J. Franklin, pro hac vice.
5. Ms. Scott is Of Counsel at Patton Boggs LLP, in Washington, DC. I have found Ms. Talbot-Scott to be a skilled attorney and a person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure. Accordingly, I am pleased to move the admission of Bizunesh K. Scott, pro hac vice.

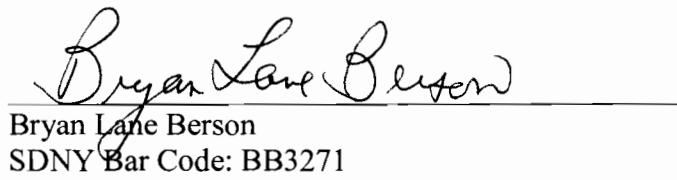
WHEREFORE it is respectfully requested that the motion to admit Talcott J. Franklin and Bizunesh K. Scott, pro hac vice, to represent Defendant in the above captioned matter, be granted.

Dated: December 14, 2007  
New York, New York

Notarized:



DOREEN S. THOMPSON  
Notary Public, State of New York  
No. 41-4897990  
Qualified in Queens County  
Commission Expires June 8, 2009



Bryan Lane Berson  
SDNY Bar Code: BB3271

# Supreme Court OF THE STATE OF NORTH CAROLINA



*I, Christie Speir Cameron, Clerk of the Supreme Court of North Carolina, do hereby certify that on 18 August 1995, license to practice as an Attorney and Counselor at Law in all the Courts of this State was issued by the North Carolina Board of Law Examiners to*

TALCOTT J. FRANKLIN

*according to the certified list of licentiates reported by the Secretary of said Board and filed in my office as required by statute.*

*To the date of this certificate, no order revoking said license has been filed with this Court and no order suspending same is in effect.*

*WITNESS my hand and the Seal of the Supreme Court of North Carolina at office in Raleigh, this* 12<sup>th</sup> day of December 2007.

*Christie S. Cameron*

Christie Speir Cameron  
Clerk of the Supreme Court  
of the State of North Carolina

# The Supreme Court of South Carolina

## Certificate of Good Standing

I, Daniel E. Shearouse, Clerk of the Supreme Court of South Carolina, do hereby certify that Talcott J. Franklin was duly sworn and admitted as an attorney in this state on November 18, 1996, and is currently an inactive member of the South Carolina Bar.

DANIEL E. SHEAROUSE, CLERK

BY Gayl B. Wett  
DEPUTY CLERK FOR BAR ADMISSIONS

Columbia, South Carolina

December 10, 2007

# STATE BAR OF TEXAS



Office of the Chief Disciplinary Counsel

December 11, 2007

Re: Talcott Jay Franklin, State Bar Number 24010629

To Whom It May Concern:

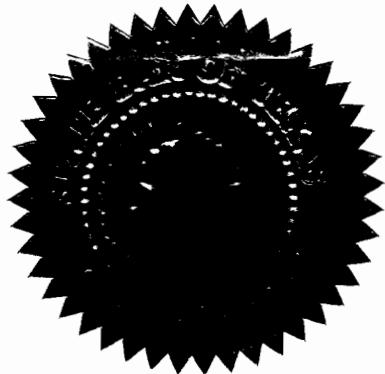
This is to certify that Mr. Talcott Jay Franklin was licensed to practice law in Texas on May 17, 1999, and is an active member in good standing with the State Bar of Texas. "Good standing" means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

No previous disciplinary sanctions have been entered against Mr. Franklin's law license.

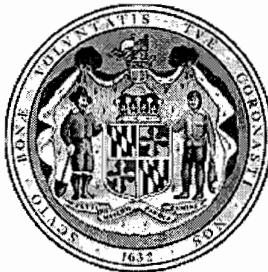
Sincerely,

A handwritten signature in black ink, appearing to read "John A. Neal".  
John A. Neal  
Chief Disciplinary Counsel

JN/ss



**Court of Appeals  
of Maryland  
Annapolis, MD**



**CERTIFICATE OF GOOD STANDING**

*STATE OF MARYLAND, ss:*

*I, Alexander L. Cummings, Clerk of the Court of Appeals of Maryland, do hereby certify that on the twenty-first day of June, 2000,*

**Bizunesh Kiesha-Tanifia Talbot**

*having first taken and subscribed the oath prescribed by the Constitution and Laws of this State, was admitted as an attorney of said Court, is now in good standing, and as such is entitled to practice law in any of the Courts of said State, subject to the Rules of Court.*

**In Testimony Whereof, I have hereunto set my hand as Clerk, and affixed the Seal of the Court of Appeals of Maryland, this seventh day of December, 2007.**

*Alexander L. Cummings*  
Clerk of the Court of Appeals of Maryland



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D.C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia  
Court of Appeals, do hereby certify that

BIZUNESH KIESHA-TANIFIA SCOTT

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was on the 9<sup>TH</sup> day of MAY, 2003

duly qualified and admitted as an attorney and counselor and  
entitled to practice before this Court and is, on the date  
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have  
hereunto subscribed my name  
and affixed the seal of this  
Court at the City of  
Washington, D.C., on  
December 12, 2007.

GARLAND PINKSTON, JR., CLERK

By: *G. Jackson*  
Deputy Clerk

**CERTIFICATE OF SERVICE**

I certify that a true and correct copy of the foregoing was served on December 14, 2007, by overnight delivery service upon the following counsel of record:

Richard A. Edlin  
Ann C. Turetsky  
GREENBERG TRAURIG LLP  
200 Park Avenue  
New York, New York 10166  
212.801.9200  
212.801.6400 (Fax)

  
\_\_\_\_\_  
Bryan Berson

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

MORGAN STANLEY MORTGAGE  
CAPITAL HOLDINGS LLC, AS  
SUCCESSOR-IN-INTEREST TO MORGAN  
STANLEY MORTGAGE CAPITAL, INC.,

Plaintiff, 07 CIV 9457 (RJH)

V.

## FREMONT INVESTMENT & LOAN

Defendant.

## **ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION**

Upon the motion of Bryan Lane Berson, attorney for Defendant and said sponsor attorney's affidavit in support;

**IT IS HEREBY ORDERED** that

Applicant's Name: Talcott J. Franklin  
Firm: Patton Boggs LLP  
Address: 2001 Ross Avenue, Suite 3000  
City/State/Zip: Dallas, Texas 75201  
Phone Number: (214) 758-1500  
Fax Number: (214) 758-1550

Applicant's Name: Bizunesh K. Scott  
Firm: Patton Boggs LLP  
Address: 2550 M Street, N.W.  
City/State/Zip: Washington, DC 20037  
Phone Number: (202) 457-6000  
Fax Number: (202) 457-6315

are admitted to practice pro hac vice as counsel for Fremont Investment and Loan in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing

(ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov.

Counsel shall forward the pro hac vice fee to the Clerk of the Court.

Dated: December \_\_\_, 2007  
New York, New York

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United States District/Magistrate Judge